

AUG 08 '97 11:48 FR NATIONS BANK

314 284 6060 TO 812025659004 P.02/06

NationsBank, N.A. (Midwest)
Midwest Regional Loan Administration
910 North 11th Street
St. Louis, MO 63101

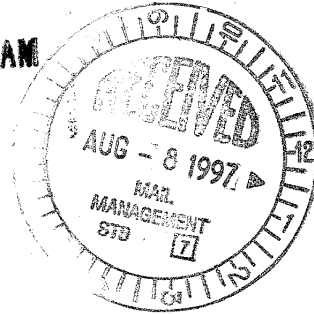
NationsBank

RECORDATION NO. *18782-A*

FILED

AUG 8 '97

11-34 AM



SURFACE TRANSPORTATION BOARD
1925 K STREET
WASHINGTON DC 20423

ATTN: JANICE FORT

ENCLOSED PLEASE FIND THE LIST INDICATING THE RELEASE OF ALL BUT TWENTY-FIVE(25)
RAIL CARS AS SHOWN ON THE ATTACHED LIST.

THANK YOU,

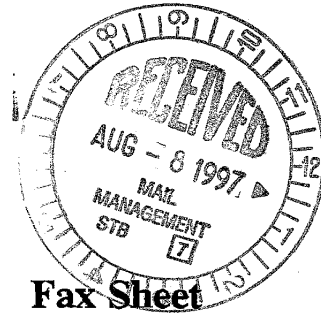
LYNNE REYNOLDS
314-466-1938

RECORDATION 181821 FILED

AUG 8 '97 11:44 AM

NationsBank, N. A. (Midwest)
Midwest Regional Loan Administration
910 N. 11th Street
St. Louis, MO 63101

NationsBank



DATE: _____

To: _____

From: Post Funding Review

Fax: _____

Contact: Lynne Reynolds

Tel: 314-466-1933

No. of pages, including cover sheet: _____

Fax: 314-466-8330

If transmission problems occur, please call _____

In an effort to reduce phone calls, special handling/instructions are indicated below:

Please Note: The information contained in this facsimile transmission is intended to be sent only to the stated recipient of the transmission. If the reader of this message is not the intended recipient or the intended recipient's agent, you are hereby notified that we do not intend to waive any privilege that might ordinarily attach to this communication and that any dissemination, distribution, or copying of the information contained in this facsimile is therefore prohibited. You are further asked to notify us of any such error in transmission as soon as possible at the telephone number shown above and to return the facsimile documents to us by mail at the address shown above.

Thank you for your cooperation.

SURFACE TRANSPORTATION BOARD
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY

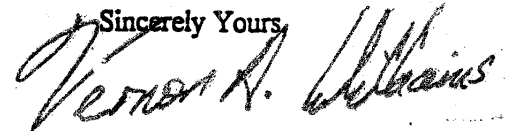
Lynne Reynolds
NationsBank, NA(Midwest)
Midwest Regional Loan Administration
910 North 11th Street
St. Louis, Missouri 63101

DATE: 8/8/97

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3 (c), on 8/8/97 at 11:34AM, and
assigned recordation number(s). 18782-A.

Sincerely Yours,

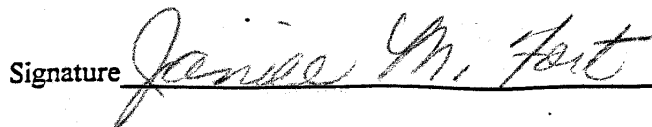


Vernon A. Williams
Secretary

Enclosure(s)

\$ 24.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature



RECORDATION NO. 18782-A FILED

AUG 8 '97 11-34 AM

PARTIAL RELEASE OF CHATTEL MORTGAGE

For Value Received, NationsBank, N.A., ("NationsBank") successor to Boatmen's First National Bank of Kansas City ("Boatmen's") hereby states as follows:

1. On July 7, 1987, Caldwell Baker Corporation, as agent for First Security Bank of Rock Springs, Trustee (successor in interest to First Security State Bank, Trustee) entered into a Railroad Car Net Lease Agreement for certain railroad cars as set forth therein (the "Cars") (or so many of the cars as were still existence), with Burlington Northern Railroad Company as Lessee (the "BN Lease"). The BN Lease was recorded with the Interstate Commerce Commission on July 28, 1987 pursuant to Section 11303 of the Interstate Commerce Act (49 U.S.C. §11303) under Recordation No. 5273.

2. An Assignment of Lease was entered into between First Security Bank of Rock Springs (FSB) and The Baker Group L.C., ("Baker") in which FSB irrevocably assigned all of its right, title and interest in the BN Lease to Baker.

3. A Chattel Mortgage was entered into between Baker and Boatmen's secured by the Cars (the "Chattel Mortgage"). The Chattel Mortgage was recorded with the Interstate Commerce Commission on April 22, 1994 pursuant to Section 11303 of the Interstate Commerce Act (49 U.S.C. § 11303) under Recordation No. 18782.

4. NationsBank, N.A. as successor to Boatmen's hereby irrevocably releases all of its rights, title and interest held by it pursuant to the Chattel Mortgage, relating to the specific collateral set forth in Exhibit A attached hereto and by this reference made a part hereof.

NationsBank, N.A., successor to
Boatmen's First National Bank of
Kansas City.

By: 

DANIEL R. GRAHAM

Its: A.V.P.

A.V.P.

I DANIEL R. GRAHAM certify that I am
A.V.P. DANIEL R. GRAHAM of NationsBank, N.A., f/k/a
Boatmen's First National Bank of Kansas City, that the seal
affixed to the foregoing instrument is the seal of said
association, that the instrument was signed and sealed on
behalf of the association by authority of its Board of
Directors, and that I acknowledge that the execution of the
foregoing instrument was the free act and deed of the
association. I further declare under penalty of perjury
that the foregoing is true and correct.

Executed on this 6th day of August, 1997.

By: [Signature]

Name: DANIEL R. GRAHAM

Title: A.V.P.

STATE OF MISSOURI)

:ss.

COUNTY OF ST LOUIS)

Before Me, a Notary Public in and for said County and
State, on this day personally appeared Daniel R. Graham
known to me to be the person duly sworn as Assistant Vice
President of the Corporation named in the foregoing Partial
Release of Chattel Mortgage subscribed to the foregoing
instrument, and acknowledged to me that he executed the same
for the purposes and consideration therein expressed.

Given under my hand and seal of office, this 6TH
day of AUGUST 19 97



[Signature]
Sharon R. Heller

My Commission Expires: November 3, 2000

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100	466575								

AND ANY OTHER LEASES, RENTALS, ACCOUNTS AND CONTRACTS AND OTHER CHATTEL PAPER WITH RESPECT TO THE ABOVE LISTED CHATTELS

The Baker Group, L.C.

BY: Caldwell-Baker Company, as agent for The Baker Group, L.C.

BY:

30 1

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AND ANY OTHER LEASES, RENTALS, ACCOUNTS AND CONTRACTS AND OTHER CHATTEL PAPER WITH RESPECT TO THE ABOVE LISTED CHATTELS

The Baker Group, L.C.

BY: Caldwell-Baker Company, as agent for The Baker Group, L.C.

BY:

RECORDATION NO. 18782-A FILED
AUG 8 '91 11-34 AM

PARTIAL RELEASE OF CHATTEL MORTGAGE

For Value Received, NationsBank, N.A., ("NationsBank") successor to Boatmen's First National Bank of Kansas City ("Boatmen's") hereby states as follows:

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2. An Assignment of Lease was entered into between First Security Bank of Rock Springs (FSB) and The Baker Group L.C., ("Baker") in which FSB irrevocably assigned all of its right, title and interest in the BN Lease to Baker.
3. A Chattel Mortgage was entered into between Baker and Boatmen's secured by the Cars (the "Chattel Mortgage"). The Chattel Mortgage was recorded with the Interstate Commerce Commission on April 22, 1994 pursuant to Section 11303 of the Interstate Commerce Act (49 U.S.C. § 11303) under Recordation No. 18782.
4. NationsBank, N.A. as successor to Boatmen's hereby irrevocably releases all of its rights, title and interest held by it pursuant to the Chattel Mortgage, relating to the specific collateral set forth in Exhibit A attached hereto and by this reference made a part hereof.

NationsBank, N.A., successor to
Boatmen's First National Bank of
Kansas City.

By: 

DANIEL R. GRAHAM

Its: A.V.P.

A.V.P.

I DANIEL R. GRAHAM certify that I am
A.V.P. DANIEL R. GRAHAM of NationsBank, N.A., f/k/a
A.V.P. Boatmen's First National Bank of Kansas City, that the seal
affixed to the foregoing instrument is the seal of said
association, that the instrument was signed and sealed on
behalf of the association by authority of its Board of
Directors, and that I acknowledge that the execution of the
foregoing instrument was the free act and deed of the
association. I further declare under penalty of perjury
that the foregoing is true and correct.

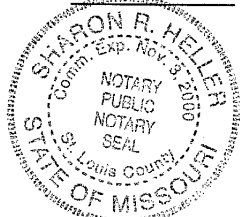
Executed on this 6th day of August, 1997.

By: [Signature]
Name: DANIEL R. GRAHAM
Title: A.V.P.

STATE OF MISSOURI)
) : ss.
COUNTY OF ST LOUIS)

Before Me, a Notary Public in and for said County and
State, on this day personally appeared Daniel R. Graham
known to me to be the person duly sworn as Assistant Vice
President of the Corporation named in the foregoing Partial
Release of Chattel Mortgage subscribed to the foregoing
instrument, and acknowledged to me that he executed the same
for the purposes and consideration therein expressed.

Given under my hand and seal of office, this 6TH
day of AUGUST 19 97



[Signature]
Sharon R. Heller

My Commission Expires: November 3, 2000

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464285	BN	464285	BN	464378	BN	464446	BN	464500	BN	464590	BN	464649
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464288	BN	464288	BN	464381	BN	464449	BN	464504	BN	464595	BN	464652
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464306	BN	464306	BN	464402	BN	464456	BN	464522	BN	464604	BN	464660
464307	BN	464307	BN	464403	BN	464457	BN	464523	BN	464605	BN	464661
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464320	BN	464320	BN	464414	BN	464469	BN	464538	BN	464615	BN	464673
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464325	BN	464325	BN	464416	BN	464471	BN	464542	BN	464617	BN	464675

AND ANY OTHER LEASES, RENTALS, ACCOUNTS AND CONTRACTS AND OTHER CHATTEL PAPER WITH RESPECT TO THE ABOVE LISTED CHATTELS

The Baker Group, L.C.

BY: Caldwell-Baker Company, as agent for The Baker Group, L.C.

BY: _____

BN	464676	BN	464732	BN	464789	BN	464844	BN	464899
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